

# OSTER Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

REC'D 16168-CCCC  
FILED 1425

JUN 21 1995 9:22 AM

U.S. DEPARTMENT OF COMMERCE

RECEIVED 1 P  
OFFICE OF THE  
SECRETARY  
JUN 21 9 26 AM '95  
LICENSING BRANCH

June 21, 1995

Mr. Vernon Williams  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Partial Termination of Security Interest dated 6/5/95 involving First National Bank of Boston and Helm Financial Corporation.

This agreement releases the following railroad equipment from the Security Agreement dated January 17, 1989, ICC Recordation #16168:

1, GP38 Locomotive  
MNA 5556

Please record this agreement as a secondary document to ICC Recordation #16168. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

*Mary A Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*County parts - Mary A Oster*

0100662002

**OSTER**  
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Interstate Commerce Commission  
Washington, D.C. 20423-0001

6/21/95

Office Of The Secretary

Mary Ann Oster  
Oster Researching Services  
12897 Colonial Drive  
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/21/95 at 9:30AM, and assigned recordation number(s). 16168-CCCC.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100662002)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

PARTIAL TERMINATION OF  
SECURITY INTEREST

16168-cccc  
JUN 21 1995 11 AM

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Termination") is effective as of June 5, 1995 by THE FIRST NATIONAL BANK OF BOSTON, a national banking association (the "Agent"), as agent for itself and for Bank of America Illinois, an Illinois banking corporation formerly known as Continental Bank, N.A. and Union Bank, a California chartered bank (collectively, the "Banks") under an Amended and Restated Credit Agreement dated as of October 15, 1994 (the "Credit Agreement"), for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

1. Recitals. Helm owns the one (1) GP38 locomotive bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto and incorporated herein by reference (the "Unit"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed and recorded on January 18, 1989 at 10:55 a.m., as amended by that certain First Amendment of Security Agreement dated January 15, 1992, between Helm and the Banks and filed at the ICC under Recordation No. 16168-BB filed and recorded on January 24, 1992 at 10:10 A.M. (the "Security Agreement").

Helm has sold or is planning to sell the Unit to a third party as permitted by the Security Agreement and the Credit Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement and the Credit Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Banks' security interest in the Unit.

2. Termination of Security Interest. The Banks' security interest in the Unit shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Banks' right, title and interest in and to the Unit shall and has become null and void.

This Release shall have no effect on the Banks' security interest in and lien on any Collateral (as such term is defined in the Credit Agreement) other than the Unit and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON,  
as Agent

By:  \_\_\_\_\_

Title: VP \_\_\_\_\_

Date: 6/16/95 \_\_\_\_\_

COMMONWEALTH OF MASSACHUSETTS )

COUNTY OF SUFFOLK )

) S

On this 16 day of June, 1995 before me, personally appeared Dexter Freeman, to me personally know, who being by me duly sworn, says that he is a Vice President of THE FIRST NATIONAL BANK OF BOSTON, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Lori B. Langer  
Notary Public

My Commission Expires:  
\_\_\_\_\_

**LORI B. LANGER**  
Notary Public  
My Commission Expires Feb. 24, 2000

EXHIBIT A

Equipment Description:

One (1) 2,000 h.p., GP38 locomotive manufactured by General Motors (Electro Motive Division) in 1966 and upgraded per Lessor and Lessee agreed upon specifications at VMV Enterprises locomotive repair facility in Paducah, Kentucky during August through October 1994.

Unit Number:

MNA 5556